

dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to Section 63.12(a), fourteen days after the date of public notice listing this Application as accepted for filing.

ATTACHMENT 2

**Domestic Section 214 Transfer of Control Application**

Pursuant to 47 C.F.R. § 63.04(b) of the Commission's rules, the Applicant hereby files a joint international Section 214 transfer of control application and domestic Section 214 transfer of control application. Thus, the Applicant respectfully submits the following information relating to the domestic Section 214 transfer of control application, as required by Sections 63.04(a)(6)-(a)(12):

**(a)(6) *Description of the Transaction***

*See Attachment 1, Answer to Question 13.*

**(a)(7) *Geographic Service Area***

As noted in Attachment 1, Answer to Question 11, ITC^DeltaCom, Inc. ("ITCD") provides voice and data telecommunications services on a retail basis to primarily business customers in the southern United States and regional telecommunications transmission services over its network on a wholesale basis to other telecommunications companies. Interstate FiberNet, Inc. ("IFN") is a provider of wholesale fiber optic transmission or commonly known as a carrier's carrier. DeltaCom, Inc. ("DeltaCom") provides both competitive local exchange and interexchange services primarily to business customers. DeltaCom provides competitive local exchange or exchange access service in: Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. Business Telecom, Inc. ("BTI") is a provider of integrated telecommunications services primarily in the southeastern United States; it provides competitive local exchange or exchange access service in: Alabama, Delaware, District of Columbia, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, New Jersey, New York, Pennsylvania, South Carolina, Tennessee, Texas, Virginia and West Virginia.

**(a)(8) *Qualifications for Streamlined Application***

This Application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(2)(i) of the Commission's rules because the transferee will have a market share in the interstate interexchange market of less than 10 percent; the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction; and no party to this Application is dominant with respect to any service.

**(a)(9) *All Other Commission Applications Related to This Transaction***

The following six applications related to this transaction are being filed concurrently:

- FCC Form 214TC, For Transfer of Control of International Section 214 Authorizations, Transfer of Control of IFN from WCAS to ITCD.
- For Transfer of Control of Domestic Section 214 Authorizations, Transfer of Control of IFN from WCAS to ITCD.

- FCC Form 214TC, For Transfer of Control of International Section 214 Authorizations, Transfer of Control of DeltaCom from WCAS to ITCD.
- For Transfer of Control of Domestic Section 214 Authorizations, Transfer of Control of DeltaCom from WCAS to ITCD.
- FCC Form 214TC, For Transfer of Control of International Section 214 Authorizations, Transfer of Control of BTI from WCAS to ITCD.
- For Transfer of Control of Domestic Section 214 Authorizations, Transfer of Control of BTI from WCAS to ITCD.

**(a)(10) *No Special Consideration***

Only standard streamlined processing of this domestic Section 214 transfer of control application is sought pursuant to 47 C.F.R. § 63.03.

**(a)(11) *No Separately Filed Waiver Requests***

The Applicant has not sought any waiver requests in conjunction with this transaction.

**(a)(12) *Grant of the Application is in the Public Interest***

The proposed transfer of control will serve the public interest by enabling the Applicants to offer competitive compensation packages that align the interests of key individuals with that of the company. The stock incentive plan enhances the company's ability to attract and retain highly qualified officers, directors and key employees, and to motivate such individuals to serve the company and its affiliates and to expend maximum effort to improve the business results and earnings of the company, by providing to such individuals an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the company.

DOCKET FILE COPY ORIGINAL

HOGAN &  
HARTSON

Hogan & Hartson LLP  
Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004  
+1.202.637.5600 Tel  
+1.202.637.5910 Fax

www.hhlaw.com

FCC/US BANK AUG 27 2009

August 26, 2009

Marissa G. Repp  
Partner  
202.637.6845  
MGRRepp@hhlaw.com

*Via Overnight Delivery*  
Ms. Marlene H. Dortch  
Secretary, Federal Communications Commission  
c/o U.S. Bank  
1005 Convention Plaza  
SL-MO-C2-GL  
St. Louis, MO 63101  
Lockbox Number 979093

Re: File No. \_\_\_\_\_  
In the Matter of Application for Consent to Transfer Control of Interstate  
FiberNet, Inc., from Welsh, Carson, Anderson & Stowe VIII, L.P. to  
ITC^DeltaCom, Inc.

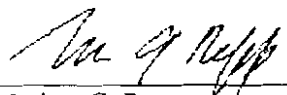
Dear Ms. Dortch:

Attached for filing are an original and four copies of the above-referenced Application for Consent to Transfer Control of the Section 214 Domestic Authorization held by Interstate FiberNet, Inc. from Welsh, Carson, Anderson & Stowe VIII, L.P. to ITC^DeltaCom, Inc. This same Application has been filed electronically through the Commission's International Bureau Filing System to seek approval for the transfer of control of the Section 214 International Authorization held by the licensee and referred to in the attached.

Kindly date-stamp the additional copy of this filing and return it in the enclosed postage prepaid Federal Express envelope. Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,

HOGAN & HARTSON L.L.P.

By:   
Marissa G. Repp

Attorneys for ITC^Deltacom, Inc.

Enclosures

FCC/US BANK AUG 27 2009

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589

Page 1 of 1

(1) LOCK BOX # <b>979093</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Hogan &amp; Hartson LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,015.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>555 Thirteenth Street, NW</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20004</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-6378631</b>		(10) COUNTRY CODE (if not in U.S.A.) <b>US</b>	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0003727872</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Interstate FiberNet, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>7037 Old Madison Pike</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Huntsville</b>		(17) STATE <b>AL</b>	(18) ZIP CODE <b>35806 -</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>256-382-3856</b>		(20) COUNTRY CODE (if not in U.S.A.) <b>US</b>	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0004329363</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,015.00</b>	(27A) TOTAL FEE <b>\$1,015.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2 <b>IB2009003591</b>	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.  SIGNATURE _____ DATE _____			
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____  ACCOUNT NUMBER _____ EXPIRATION DATE _____  I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.  SIGNATURE _____ DATE _____			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC FORM 214TC  
FOR OFFICIAL USE ONLY**

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

Transfer of Control of Interstate FiberNet, Inc. from Welsh, Carson, Anderson & Stowe to ITC^DeltaCom, Inc.

**1. Legal Name of Applicant**

Name:	Interstate FiberNet, Inc.	Phone Number:	256-382-3856
DBA Name:		Fax Number:	256-382-3936
Street:	7037 Old Madison Pike	E-Mail:	Tony.Mastando@deltacom.com
City:	Huntsville	State:	AL
Country:	USA	Zipcode:	35806 -
Attention:	D. Anthony Mastando, Esq.		

**2. Name of Contact Representative**

Name:	Marissa G. Repp, Esq.	Phone Number:	202-637-6845
Company:	Hogan & Hartson, LLP	Fax Number:	202-637-5910
Street:	555 Thirteenth Street, NW	E-Mail:	mgrepp@hhlaw.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-1109
Attention:	Marissa G. Repp, Esq.	Relationship:	

**CLASSIFICATION OF FILING**

**3. Choose the button next to the classification that best describes this filing. Choose only one.**

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )

Date of Consummation: **Must be completed if you select c or d.**

**4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.**

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
ITC2141993072700132							

**5. Name of Section 214 Authorization Holder**

Name:	Interstate FiberNet, Inc.	Phone Number:	256-382-3856
-------	---------------------------	---------------	--------------

DBA Name:		Fax Number:	256-382-3936
Street:	7037 Old Madison Pike	E-Mail:	Tony.Mastando@deltacom.com
City:	Huntsville	State:	AL
Country:	USA	Zipcode:	35806 -
Attention:	D. Anthony Mastando, Esq.		

6. Name of Assignor / Transferor

Name:	Welsh, Carson, Anderson & Stowe VIII, L.P.	Phone Number:	212-893-9500
DBA Name:		Fax Number:	212-893-9575
Street:	320 Park Avenue Suite 2500	E-Mail:	jrather@welshcarson.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10022 -6815
Attention:	Jonathan M. Rather		

7. Name of Assignee / Transferee

Name:	ITC^DeltaCom, Inc.	Phone Number:	256-382-3856
DBA Name:		Fax Number:	256-382-3936
Street:	7037 Old Madison Pike	E-Mail:	Tony.Mastando@deltacom.com
City:	Huntsville	State:	AL
Country:	USA	Zipcode:	35806 -
Attention:	D. Anthony Mastando, Esq.		

8a. Is a fee submitted with this application?

☒ If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)  
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

Application for consent to the transfer of control of the International and Domestic Section 214 authorizations held by Interstate FiberNet, Inc. from Welsh, Carson, Anderson & Stowe VIII, L.P., et al. to ITC^DeltaCom, Inc.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules? ☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier? ☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to

operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and/or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) ☐ Yes ☒ No  
The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? ☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules. ☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☒ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the



foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☒ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No  
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith. ☒ Yes ☐ No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. ☒ Yes ☐ No

#### CERTIFICATION

26. Printed Name of Assignor / Transferor Welsh, Carson, Anderson & Stowe VIII, L.P., et al.	29. Printed Name of Assignee / Transferee ITC^DeltaCom, Inc.
27. Title (Office Held by Person Signing) General Partner & CFO	30. Title (Office Held by Person Signing) VP, Regulatory Affairs/ Sen. Regulatory Attorney
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Jonathan M. Rather	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) D. Anthony Mastando, Esq.
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>	

#### FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PER, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

ATTACHMENT 1

*Answer to Question 10:*

Please find below the name, title, address, phone number, fax number and e-mail address of the officer and other contact point to whom correspondence concerning this application is to be addressed:

Applicant

D. Anthony Mastando, Esq. VP, Regulatory Affairs/Senior Regulatory Attorney Interstate FiberNet, Inc. DeltaCom, Inc. Business Telecom, Inc. 7037 Old Madison Pike Huntsville, Alabama 35806 Telephone: (256) 382-3856 Fax: (256) 382-3936 e-mail: tony.mastando@deltacom.com	Marissa G. Repp, Esq. Partner Hogan & Hartson LLP 555 Thirteenth Street, NW Washington, DC 20004-1109 Telephone: (202) 637-6845 Fax: (202) 637-5910 e-mail: MGRépp@hhlaw.com
---	---

Transferor

Jonathan M. Rather General Partner & CFO Welsh, Carson, Anderson & Stowe 320 Park Avenue Suite 2500 New York, New York 10022-6815 (212) 893-9500 Fax: (212) 893-9575 e-mail: jrather@welshcarson.com	
--	--

Transferee

D. Anthony Mastando, Esq. VP, Regulatory Affairs/Senior Regulatory Attorney ITC^DeltaCom, Inc. 7037 Old Madison Pike Huntsville, Alabama 35806 Telephone: (256) 382-3856 Fax: (256) 382-3936 e-mail: tony.mastando@deltacom.com	Marissa G. Repp, Esq. Partner Hogan & Hartson LLP 555 Thirteenth Street, NW Washington, DC 20004-1109 Telephone: (202) 637-6845 Fax: (202) 637-5910 e-mail: MGRépp@hhlaw.com
--	---

Applicant Authority: The Applicant holds domestic and international authority pursuant to Section 214 of the Communications Act of 1934, as amended.

***Answer to Question 11:***

Please find below the name, address, citizenship and principal business of the transferee, ITC^DeltaCom, Inc. ("ITCD"), and its 10 percent or greater direct and indirect interest holders:

**ITC^DeltaCom, Inc.**

7037 Old Madison Pike

Huntsville, Alabama 35806

Citizenship: United States

Principal Business: Telecommunications (Holding Company)

Relationship: 100% owner of Interstate FiberNet, Inc. (a Section 214 authorization holder), which in turn is the 100% owner of DeltaCom, Inc. (a Section 214 authorization holder). Also 100% owner of Business Telecom, Inc. (a Section 214 authorization holder).

**The Welsh, Carson, Anderson & Stowe ("WCAS") group, consisting of:**

**Welsh, Carson, Anderson & Stowe VIII, L.P.**

**WCAS Capital Partners III, L.P.**

**Individual Welsh, Carson, Anderson & Stowe General Partners**

320 Park Avenue

Suite 2500

New York, New York 10022-6815

Citizenship: United States

Principal Business: Private investment partnerships

Relationship: Collectively, these stockholders will own an amount of ITCD common stock representing, following the transfer of control that is the subject of this Application, approximately 49.8 percent of the outstanding voting power of ITCD. In addition, three of ITCD's nine-member board of directors are members of, or affiliated with members of, the WCAS group.

The WCAS entities discussed in this Application are not commonly owned, but ultimately are managed and controlled by the same group of individuals. The sole general partner of Welsh, Carson, Anderson & Stowe VIII, L.P., is WCAS VIII Associates, L.L.C. The sole general partner of WCAS Capital Partners III, L.P., is WCAS CP III Associates L.L.C. Each of those general partners was formed under the laws of Delaware, and their address is 320 Park Avenue, Suite 2500, New York, New York 10022-6815. The limited partners of WCAS consist of institutional or other investors.

Based on the Commission's methodology for determining indirect interests in communications companies, no person or entity directly or indirectly owns, through the WCAS group, ten percent or more of the equity of ITCD. Amongst the WCAS group, there are no interlocking directorates with a foreign carrier.

**Tennenbaum Capital Partners LLC**2951 28<sup>th</sup> Street

Suite 1000

Santa Monica, CA 90405

Citizenship: United States

Principal Business: Private investment firm.

Relationship: Will have the power to vote and dispose of ITCD common stock representing, following the transfer of control that is the subject of this Application, approximately 15.5 percent of the outstanding voting power of ITCD.

As set forth in SEC filings, Special Value Absolute Return Fund, LLC ("SVAR") is the holder of 623,648 shares of common stock of ITCD. Special Value Continuation Partners, LP ("SVCP") is the holder of 10,890,068 shares of Common Stock of ITCD. Tennenbaum Opportunities Partners V, LP ("TOP V") is the holder of 1,120,569 shares of common stock of ITCD. By reason of the position of Tennenbaum Capital Partners, LLC as the investment advisor to SVAR, SVCP, and TOPV, Tennenbaum Capital Partners LLC has the power to vote and dispose of the common stock of ITCD held by SVAR, SVCP and TOPV.

Based on the Commission's methodology for determining indirect interests in communications companies, no person or entity directly or indirectly owns, through Tennenbaum Capital Partners LLC, ten percent or more of the equity of ITCD. Amongst the Tennenbaum Capital Partners LLC group, there are no interlocking directorates with a foreign carrier.

***Answer to Question 13:***

This application and related applications seek consent to the transfer of control of the direct and indirect subsidiaries of ITCD which hold international and domestic Section 214 authorizations, from WCAS to ITCD. ITCD is a publicly-traded Delaware holding company headquartered at 7037 Old Madison Pike, Huntsville, Alabama 35806. Through its certificated direct and indirect subsidiaries – Interstate FiberNet, Inc. ("IFN"), DeltaCom, Inc. ("DeltaCom"), and Business Telecom, Inc. ("BTI") – ITCD provides voice and data telecommunications services on a retail basis to primarily business customers in the southern United States and regional telecommunications transmission services over its network on a wholesale basis to other telecommunications companies.

IFN is a wholly-owned subsidiary of ITCD that is incorporated under the laws of the State of Delaware and maintains a principal place of business at 7037 Old Madison Pike, Huntsville, Alabama 35806. IFN is a provider of wholesale fiber optic transmission or commonly known as a carrier's carrier. IFN holds domestic and international Section 214 authority. The authority held by IFN was originally granted to Eastern Telecom, Inc. in File No. ITC-93-279, and the Commission approved a *pro forma* assignment of the authorization to IFN in 1997. See File No. ITC-ASG-19970915-00552.

DeltaCom is a wholly-owned subsidiary of IFN which, in turn, is wholly-owned by ITCD. DeltaCom is incorporated under the laws of the state of Alabama and maintains a principal place of business at 7037 Old Madison Pike, Huntsville, Alabama 35806. DeltaCom provides both competitive local exchange and interexchange services primarily to business customers. DeltaCom

is authorized to provide long distance telecommunication services in all 50 states and the District of Columbia. The authority held by DeltaCom was originally granted to DeltaCom, Inc. in File No. ITC-94-385. DeltaCom, Inc. subsequently changed its name to ITC^DeltaCom Communications, Inc. See Letter of Nanette S. Edwards to Magalie Roman Salas dated Feb. 26, 1998. In April 2006, ITC^DeltaCom Communications, Inc. changed its name back to DeltaCom, Inc. See Public Notice, DA No 06-905, Rep. No. TEL-01018, at 6 (April 20, 2006).

In October 2002, the Commission authorized the transfers of control of DeltaCom and IFN that resulted from ITCD's entry into and emergence from Chapter 11 bankruptcy proceedings. See File Nos. ITC-TIC-20020810-00469, ITCT/C-20020810-00468, ITC-T/C-20020813-00471, ITC-TIC-20020917-00470.

In August and September 2003, the Commission authorized the transfer of control of IFN and DeltaCom that resulted from WCAS's acquisition of a majority interest in ITCD. See File Nos. ITC-T/C-20030708-00336, ITC-94-385, ITC-T/C-20020810-00469, ITC-T/C-20020813-00471, SES-T/C-20030708-00987; see also *FCC Public Notice*, 18 FCC Rcd 18210 (2003).

BTI is a wholly owned subsidiary of ITCD. BTI is a corporation organized pursuant to the laws of the State of North Carolina, with a principal place of business at 7037 Old Madison Pike, Huntsville, Alabama 35806. BTI is a provider of integrated telecommunications services primarily in the southeastern United States. The authority held by BTI was originally granted in File No. ITC-88-120 for international resale service in 1988, and File No. ITC-95-404 for authority to acquire and operate facilities for service to various overseas points in 1995.

BTI is authorized by the various state public service commissions to provide facilities-based and/or resold interexchange telecommunications services in 50 states and the District of Columbia, pursuant to certification, registration or tariff requirements, or on a deregulated basis. Additionally, BTI is currently authorized to provide competitive local exchange services in over 20 states.

WCAS previously held majority interests in two telecommunications companies subject to FCC jurisdiction not covered in this Application. First, WCAS was a majority shareholder – and now holds an approximately 17 percent interest – in Centennial Communications Corporation (“Centennial”). As set forth in the November 2008 application for Commission consent to the transfer of control of Centennial, File No. ITC-T/C-20081121-00508, Centennial and its wholly owned, indirect subsidiaries hold global or limited global facilities-based and global resale service international Section 214 authorizations and international facilities-based Section 214 authority to construct, acquire, and operate capacity in a digital submarine cable system. See ITC-214-19970923-00579 (Centennial Communications Corp. and subsidiaries); ITC-214-19980918-00669 (Centennial Puerto Rico Operations); ITC-214-20000817-00545 (Centennial Communications Corp. and subsidiaries); ITC-214-19980430-00923 (Centennial Puerto Rico License Corp.).

Second, WCAS was a majority investor in Valor Telecommunications L.L.C. (“Valor”), an independent local exchange company which offered services in primarily rural exchange areas within the states of Texas, Oklahoma and New Mexico. Valor held a Section 214 authorization for international resale. See File No. ITCD-214-20000719-00451. WCAS no longer has any interest in Valor, which has subsequently been merged into Windstream Corporation.

Tennenbaum Capital Partners, LLC is currently a party before the Commission in regards to applications for consent to the transfer of control of Integra Telecom Holdings, Inc., Eschelon Telecom, Inc., Electric Lightwave, LLLC and other subsidiaries of Integra Telecom Holdings, Inc. to Goldman, Sachs & Co., Tennenbaum Capital Partners, LLC and Farallon Capital Management, L.L.C, relating to domestic 214 authority, *see* WC Docket No. 09-136, and international 214 authority, *see* File Nos. ITC-T/C-20090722-00346; ITC-T/C-20090722-00343; ITC-T/C-20090722-00345.

Currently, the majority voting interest of ITCD, the ultimate parent of the Applicants, is held by WCAS. Specifically, as of March 31, 2009, WCAS holds approximately 50.4% of the outstanding voting shares of ITCD common stock. It is anticipated that in November 2009, WCAS's voting interest will be below the 50% threshold, to approximately 49.8%, as a result of dilution caused by the issuance and vesting of equity-based compensation awarded to various ITCD employees pursuant to ITCD's stock incentive plans.

ITCD has adopted stock incentive plans pursuant to which the company makes equity-based awards to certain of its employees and directors that may vest and be issued over a period of time. (Details regarding the ITCD stock incentive plans are set forth in SEC filings. *See, e.g.*, ITCD Form 10-Q for the Quarterly Period Ended March 31, 2009.) This process results in an increase in the number of outstanding shares of the corporation's voting stock. Correspondingly, the percentage ownership of any stockholder who is not acquiring stock will be diluted. As of May 7, 2009, ITCD had a total number of outstanding shares of common stock of 80,867,040. In November, approximately 556,429 shares of ITCD common stock are scheduled to vest under the ITCD stock incentive plans, which will trigger the reduction of WCAS's voting interest below the 50% threshold. This percentage change will occur notwithstanding the lack of any affirmative action, in regard to its exercise of its ownership rights, on the part of WCAS. Concerning the affirmative response to Question 22 of FCC Form 214TC, "that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given," insofar as the transfer of control will occur due to the vesting of stock rights without further affirmative action on the behalf of the transferor, the parties are filing this set of applications well in advance of the anticipated vesting in November 2009 to ensure that Commission consent is obtained prior to the transfer of control.

The proposed transfer of control will serve the public interest by enabling the Applicants to offer competitive compensation packages that align the interests of key individuals with that of the company. The stock incentive plan enhances the company's ability to attract and retain highly qualified directors, officers and key employees, and to motivate such individuals to serve the company and its affiliates and to expend maximum effort to improve the business results and earnings of the company, by providing to such individuals an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the company.

***Answer to Question 20:***

This international Section 214 Application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.12 because the Applicants are not affiliated with any foreign carriers; are not affiliated with any

dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to Section 63.12(a), fourteen days after the date of public notice listing this Application as accepted for filing.



ATTACHMENT 2

**Domestic Section 214 Transfer of Control Application**

Pursuant to 47 C.F.R. § 63.04(b) of the Commission's rules, the Applicant hereby files a joint international Section 214 transfer of control application and domestic Section 214 transfer of control application. Thus, the Applicant respectfully submits the following information relating to the domestic Section 214 transfer of control application, as required by Sections 63.04(a)(6)-(a)(12):

**(a)(6) *Description of the Transaction***

*See Attachment 1, Answer to Question 13.*

**(a)(7) *Geographic Service Area***

As noted in Attachment 1, Answer to Question 11, ITC^DeltaCom, Inc. ("ITCD") provides voice and data telecommunications services on a retail basis to primarily business customers in the southern United States and regional telecommunications transmission services over its network on a wholesale basis to other telecommunications companies. Interstate FiberNet, Inc. ("IFN") is a provider of wholesale fiber optic transmission or commonly known as a carrier's carrier. DeltaCom, Inc. ("DeltaCom") provides both competitive local exchange and interexchange services primarily to business customers. DeltaCom provides competitive local exchange or exchange access service in: Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. Business Telecom, Inc. ("BTI") is a provider of integrated telecommunications services primarily in the southeastern United States; it provides competitive local exchange or exchange access service in: Alabama, Delaware, District of Columbia, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, New Jersey, New York, Pennsylvania, South Carolina, Tennessee, Texas, Virginia and West Virginia.

**(a)(8) *Qualifications for Streamlined Application***

This Application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(2)(i) of the Commission's rules because the transferee will have a market share in the interstate interexchange market of less than 10 percent; the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction; and no party to this Application is dominant with respect to any service.

**(a)(9) *All Other Commission Applications Related to This Transaction***

The following six applications related to this transaction are being filed concurrently:

- FCC Form 214TC, For Transfer of Control of International Section 214 Authorizations, Transfer of Control of IFN from WCAS to ITCD.
- For Transfer of Control of Domestic Section 214 Authorizations, Transfer of Control of IFN from WCAS to ITCD.

- FCC Form 214TC, For Transfer of Control of International Section 214 Authorizations, Transfer of Control of DeltaCom from WCAS to ITCD.
- For Transfer of Control of Domestic Section 214 Authorizations, Transfer of Control of DeltaCom from WCAS to ITCD.
- FCC Form 214TC, For Transfer of Control of International Section 214 Authorizations, Transfer of Control of BTI from WCAS to ITCD.
- For Transfer of Control of Domestic Section 214 Authorizations, Transfer of Control of BTI from WCAS to ITCD.

**(a)(10) *No Special Consideration***

Only standard streamlined processing of this domestic Section 214 transfer of control application is sought pursuant to 47 C.F.R. § 63.03.

**(a)(11) *No Separately Filed Waiver Requests***

The Applicant has not sought any waiver requests in conjunction with this transaction.

**(a)(12) *Grant of the Application is in the Public Interest***

The proposed transfer of control will serve the public interest by enabling the Applicants to offer competitive compensation packages that align the interests of key individuals with that of the company. The stock incentive plan enhances the company's ability to attract and retain highly qualified officers, directors and key employees, and to motivate such individuals to serve the company and its affiliates and to expend maximum effort to improve the business results and earnings of the company, by providing to such individuals an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the company.